

RECORDATION NO.

17643-E
FILED

AUG 16 '06

11-20 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 16, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Lease, dated as of August 15, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Lease previously filed with the Commission under Recordation Number 17643.

The name and address of the party to the enclosed document are:

Lessor/Owner
Trustee :

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

[Lessee:

Motive Power Corporation
(successor in interest to Morrison
Knudsen Corporation)
4600 Apple Street
Boise, Idaho 83715]

Mr. Vernon A. Williams
August 16, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

11 locomotives RELEASED: MPEX 750 – MPEX 752 (remarked from UTAH 9001, UTAH 9007 and UTAH 9011 respectively), UTAH 9002 – UTAH 9006 and UTAH 9008 – UTAH 9010.

A short summary of the document to appear in the index is:

Termination of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



 Edward M. Luria

RWA/sem
Enclosures

AUG 16 '06 11:20 AM

NOTICE OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

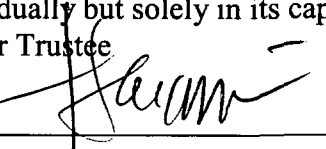
The undersigned, Wilmington Trust Company, not in its individual capacity, but solely in its capacity as Owner Trustee ("Lessor"), publishes this notice of termination of Lease to Schedule 801 to the Master Equipment Lease Agreement, dated as of December 21, 1991, as subsequently amended or modified (the "Lease"), between Wilmington Trust Company, Lessor and Morrison Knudsen Corporation (as predecessor-in-interest to Motive Power Corporation).

The Lease was originally filed with the Interstate Commerce Commission (now the Surface Transportation Board) on December 27, 1991, under Recordation Number 17643 (with Morrison Knudsen Corporation as the original Lessee). Wilmington Trust Company hereby terminates, releases and discharges its interest in the following locomotives as more further described on Schedule A attached hereto and made a part hereof.

This Termination of Lease has been executed by Wilmington Trust Company, not in its individual capacity but solely as Owner-Trustee under the PBG Equipment Trust Agreement, dated as of November 1, 1997, between the Owner-Trustee and PBG Capital Partners L.L.C. (the "Trust Agreement"), and in no event shall Wilmington Trust Company in its individual capacity or as Owner-Trustee have any liability for the representations, warranties, covenants, agreements or other obligations of the other parties hereunder or in any of the other documents executed and delivered pursuant hereto, as to all of which recourse shall be had solely to the Trust Estate (as defined in the Trust Agreement). For all purposes of this Termination of Lease, in the performance of any duties or obligations hereunder, the Owner Trustee shall be entitled to the benefits of the terms and provisions of the Trust Agreement.

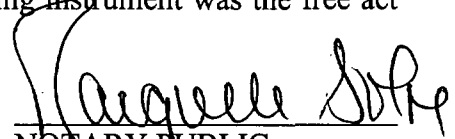
IN WITNESS WHEREOF, Owner-Trustee has caused this instrument to be executed by its officer thereunto duly authorized this 15 day of August, 2006.

Wilmington Trust Company, not
individually but solely in its capacity as
Owner Trustee

By: 
Name: Erwin M. Soriano
Title: Assistant Vice President

STATE OF Delaware
COUNTY OF New Castle

On this 11 day of August, 2006, before me personally appeared _____ to me personally know, who being by me duly sworn, said that he/she is Erwin M. Soriano of Wilmington Trust Company, Assistant Vice President that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

My commision expires:

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

Schedule A

DESCRIPTION OF EQUIPMENT

Electro Motive Division model SD-40 locomotives bearing the following road marks:

MPEX 750 (remarked from UTAH 9001)

MPEX 751_ (remarked from UTAH 9007)

MPEX 752 (remarked from UTAH 9011)

UTAH 9002

UTAH 9003

UTAH 9004

UTAH 9005

UTAH 9006

UTAH 9008

UTAH 9009

UTAH 9010